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*Attorneys for the Official Committee of Equity Security Holders of
 USA Capital Diversified Trust Deed Fund, LLC*

UNITED STATES BANKRUPTCY COURT
 DISTRICT OF NEVADA

In re:
 USA COMMERCIAL MORTGAGE COMPANY,
 Debtor.

Case No. BK-S-06-10725 LBR
 Case No. BK-S-06-10726 LBR
 Case No. BK-S-06-10727 LBR
 Case No. BK-S-06-10728 LBR
 Case No. BK-S-06-10729 LBR

In re:
 USA CAPITAL REALTY ADVISORS, LLC,
 Debtor.

Chapter 11

In re:
 USA CAPITAL DIVERSIFIED TRUST DEED
 FUND, LLC,
 Debtor.

Jointly Administered Under
 Case No. BK-S-06-10725-LBR

In re:
 USA CAPITAL FIRST TRUST DEED FUND, LLC,
 Debtor.

**DECLARATION OF ROBERT G.
 WORTHEN IN SUPPORT OF
 BECKLEY SINGLETON,
 CHARTERED'S FINAL FEE
 APPLICATION WITH ATTACHED
 TIME AND EXPENSE RECORDS
 FOR THE PERIOD FROM JUNE 9,
 2006, THROUGH MARCH 12, 2007**

In re:
 USA SECURITIES, LLC,
 Debtor.

Hearing Date: June 22, 2007
 Hearing Time: 9:30 a.m.

Affects:

- ☐ All Debtors
- ☐ USA Commercial Mortgage Company
- ☐ USA Securities, LLC
- ☐ USA Capital Realty Advisors, LLC
- ☒ USA Capital Diversified Trust Deed Fund, LLC
- ☐ USA First Trust Deed Fund, LLC

1 I, Robert G. Worthen, declare as follows:

2 1. I am the duly elected Chair of the USA Capital Diversified Trust Deed Fund
3 Committee ("DTDF Committee") that was appointed by the Office of the United States Trustee on
4 May 10, 2006 and was disbanded pursuant to the Plan on March 12, 2007 (the Plan's Effective
5 Date). Since March 13, 2007, I have been the Chair of the Board of Directors of USA Capital
6 Diversified Trust Deed Fund LLC, the revested debtor.

7 2. I submit this declaration in support of Beckley Singleton Chartered's Final Fee
8 Application ("Application") for the period of June 9, 2006 through March 12, 2007. I have personal
9 knowledge of the facts set forth below and if called to testify I could and would competently testify
10 to such facts.

11 3. Pursuant to the Court's order approving Beckley's application to serve as Nevada
12 counsel to the DTDF Committee in the above-captioned chapter 11 cases, Beckley has performed
13 services for the DTDF Committee since June 9, 2006.

14 4. Beckley has submitted invoices to me, on behalf of the DTDF Committee, for all
15 work performed during the period of June 1, 2006 through March 12, 2007, copies of which are
16 attached to accompanying Loraditch Declaration as Exhibit 1. On behalf of the DTDF Committee, I
17 have reviewed and approved Beckley's invoices and believe, based on my experience and
18 knowledge, that the amounts sought by Beckley for the Entire Fee Period were reasonable and
19 necessary to represent the DTDF Committee in this matter.

20 5. I have reviewed the Application and, on behalf of the DTDF Committee, support
21 approval of the Application in its entirety.

22 Executed this 26th day of April at Las Vegas, Nevada.

23 I declare under penalty of perjury that the foregoing is true and correct.

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26 Robert G. Worthen
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